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Ben G. AlmondExecutive DirectorFederal Regulatory

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EX PARTE

September 26, 1996

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Mr. William F. Caton Acting Secretary Federal Communications Commission 1919 M Street, NW, Room 222 Washington, DC 20554 CEPTOE OF CETTEELAN

RE:

CC Docket 96-152 Implementation of the Telecommunications Act of 1996 Telemessaging Electronic Publishing and Alarm Monitoring Services

Dear Mr. Caton:

In accordance with Section 1.1206 of the Commission's rule this is to notify you that on September 26, 1996 Daniel Thompson, Jr., Suzanne H. Detlefs, David W. Scobey, Jr. and Ben Almond, all of BellSouth Corporation met with Michelle M. Carey, Raelynn E. Tibayan, Robert C. McDonald and Andrea Kearney, all of the FCC to discuss issues raised in the above referenced proceeding on Electronic Publishing. The material addressed in the enclosed document was used for discussion purposes.

Please associate this notification and accompanying document with the docket proceeding.

If there are any questions concerning this notification, please contact the undersigned.

Sincerely, Ben A. Ahmond

Ben G. Almond

Executive Director-Federal Regulatory

Attachment/Enclosure

CC:

Michelle Carey

Raelynn Tibayan Robert McDonald

Andrea Kearney

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BELLSOUTH ADVERTISING & PUBLISHING

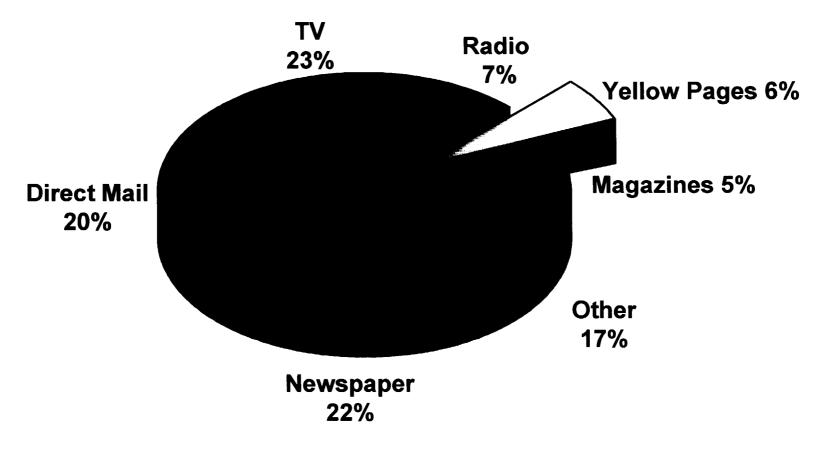
Meeting With The FCC

Thursday, September 26, 1996

BELLSOUTH CORPORATION **BellSouth Enterprises BellSouth Telecommunications** Advertising & Publishing Group Intelligent L.M. **Stevens** Media **BAPCO** Graphics Berry **Ventures** Sales Marketing **Publishing**

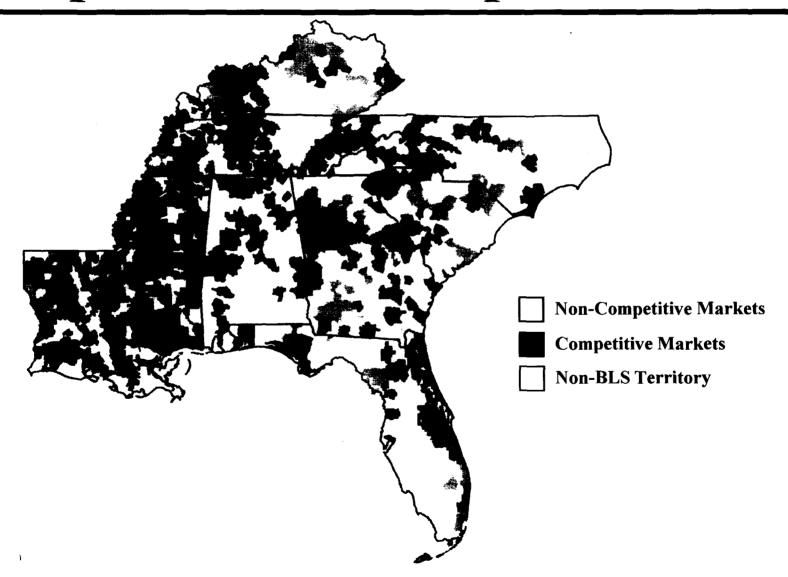
Advertising Industry is Highly Competitive

Yellow Pages is a Part of the Advertising Industry

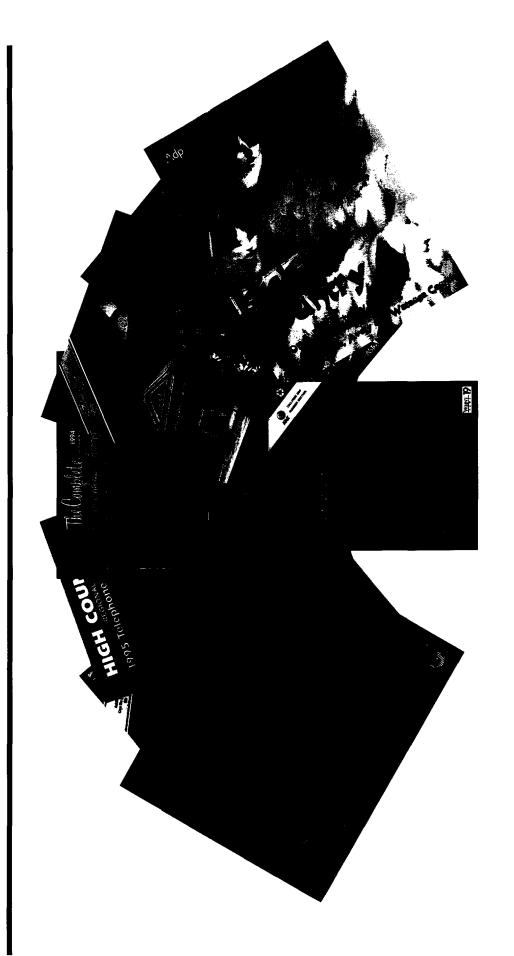


\$175 Billion

Competitive Landscape



Multiple Competitive Books



Local Exchange Telephony Competition

- * BAPCO has adopted a LEC Friendly position
 - ~ Comprehensive directory serving all carriers' customers
 - ~ Provide high level of service to all customers regardless of choice of LEC
- * BAPCO is proactively seeking business relationships with all local exchange telephony providers
- * BAPCO is modifying its products and business processes to support telephony competition

Providing Call Guide Options

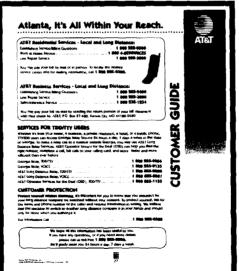
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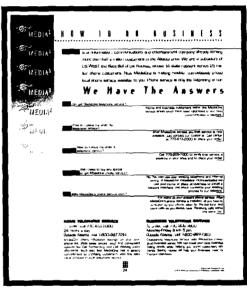
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Media One

AT&T





"LEC-Friendly" Contracts In Place

- * AT&T
- * MCI Metro
- * Time Warner
- * BellSouth
- * ACSI
- * Com. Communications
- * GA Comm South
- * Hart Communications

- * ICI
- * Media One
- * MFS
- * National Telecommunications
- * NextLink
- * TCG
- * Windstar Wireless

Electronic Directory Publishing Development

- * Internet
- * Interactive Speech
- * CD-ROM
- * InfoVentures of Atlanta
- * Newspaper Partnerships

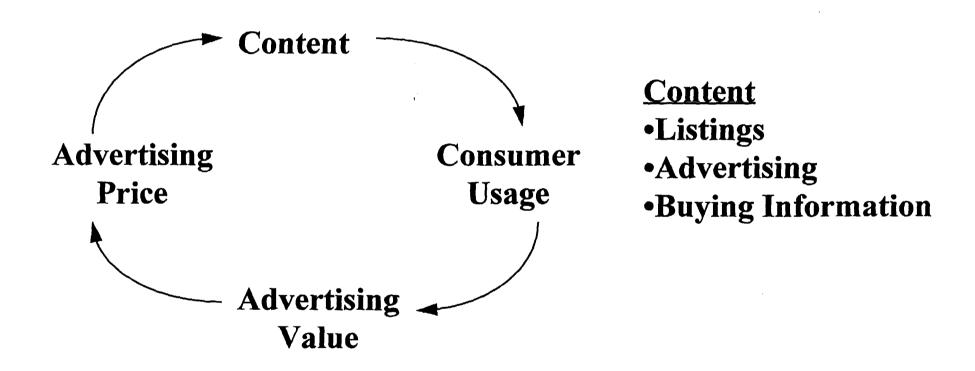
Internet = Phenomenal Growth

	<u>1996</u>	2000
Users	23 Million	152 Million
Host Computers	10 Million	120 Million

Internet Directory Competitors

- ~ Other Directory Publishers
- ~ Interexchange Carriers
- ~ New Internet Only Directory Companies
- ~ Software Companies
- ~ Currently Over 150 Internet Directory Competitors

Usage is Key in Advertising Products



Business Conclusions

- ~ Advertising is a highly competitive business distinctly different from telephony
- ~ Electronic Publishing of directory products is already highly competitive
- ~ An incumbent printed directory publisher has no advantage in the Internet
- ~ Access to and navigation on the Internet is not controlled by us or our affiliate BOC
- ~ The law imposes sufficient constraints on our electronic publishing opportunities

"Operate Independently" §274 (b)

- * No additional restrictions needed.
 - ~ Congressional scheme detailed and comprehensive
- * No authority for further or additional FCC imposed restrictions

"Operate Independently" §274 (b)

- * Holding company administrative functions may be shared.
- * Holding company intellectual property may be shared.

Joint Marketing

* Publishing subsidiary may promote BOC and other LEC services

Areas of Directory Services Available

- 1. LISTINGS For Residential and Business Customers
- 2. ADVERTISEMENT Publication for Business Customers
- 3. CALL GUIDE PAGES APPEARANCE for each individual Carrier
- 4. DISTRIBUTION of directories to all Carrier customers

Directory Listing

One free listing for each of your subscriber's primary service numbers, in the appropriate White Pages and/or Yellow Pages Directory at the Yellow Pages heading of his/her choice.

Additional Listings, Foreign Listings and Designer Listings will be published in the appropriate directory when purchased by Carrier customers.

Advertisement Publication

Professional, full service handling of all business accounts to allow their advertising message to be more informative, noticeable, and effective.

A highly trained and professional staff with years of experience in the publishing business.

A comprehensive targeted television and radio campaign to support the product where your customers will appear.



General Information for all Carriers will be provided free of charge (Categories provided below). BAPCO will provide normal customer information needed by all customers.

- Telephone Numbers for Establishing Phone Service -Residence and Business
- Telephone Numbers for Repair Service Residence and Business
- Billing Information Residence and Business

Informational/Advertising Pages

- Pages are available for purchase at a discount for information about the Carrier and their services.
 - Information about the Carrier
 - Products and Services Descriptions
 - •Establishing or Changing the Service
 - •Repair
 - •Billing and Payments
 - •Information for customers with Disabilities
 - Other Helpful Information
 - •Local Callina
 - •Local Optional Service
 - Long Distance Calling
 - References to other advertising purchased throughout the directory

The above list is not exhaustive but can be used as a guide in determining the informational needs of each Carrier's customers and informational advertising messages that the Carrier wants to get to its customers. All information placed in the Call Guide Pages must adhere to the Specifications and Standards of BellSouth Advertising & Publishing Corporation.



Blanket coverage of the Market to all Carrier's customers will be made free of charge.

- Delivery Audits conducted to verify receipt of Directory
- Subsequent delivery to your new customers on a timely basis
- Foreign Directories provided at a charge through the Foreign Directory Center



Additional Directory Benefits

- Reaches the homes and businesses of more customers than any other advertising media.
- Product usage research conducted continuously. Frequency of usage is verifiable.
- Readily available 24 hrs per day 365 days per year in every home.
- Advertising Support of directories in every market
- Internal and external measurements of quality to ensure consistent, reliable and dependable directory sales, publishing and delivery.

Note: BellSouth Directories are environment friendly and are 100% recyclable

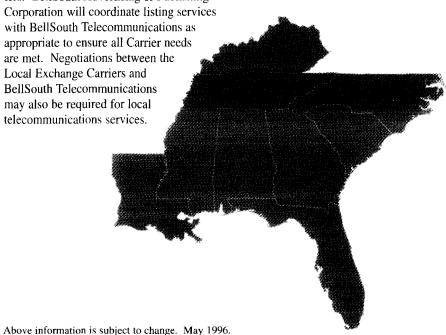


About Us...

BellSouth Advertising & Publishing Corporation, or BAPCO, is a separate, wholly owned subsidiary of BellSouth Corporation and the largest publisher of telephone directories in the world. The Real Yellow Pages® trademark appears in more than 500 Markets throughout nine Southeastern states. In addition to being the largest directory publisher, BAPCO is a market leader in directory accuracy and directory effectiveness.

In the BellSouth markets, The Real Yellow Pages and the BellSouth White Pages are the universal directories of choice of our consumers, businesses, and business advertisers. Our intention is to continue offering comprehensive directories in our markets for all Local Exchange Carriers. Our directories will provide immediate benefits to our consumers and to the new Local Exchange Carriers entering the BellSouth markets. We will be Local Exchange Carrier friendly and consider all Local Exchange Carriers our customers. We will conduct the directory services business on a consistent basis across all Carriers and for all customers regardless of the Carrier they choose. With respect to directory services matters, our goals are consistent with the goals of the new Carriers, to provide each Carrier's customers and our customers comprehensive inclusion in, and delivery of, the universal directory of choice.

In order to ensure high quality service to all Local Exchange Carriers entering the BellSouth markets, BellSouth Advertising & Publishing Corporation will negotiate all directory services matters and will require a separate contract regarding directory matters. BellSouth Advertising & Publishing



Doing Business With Us

BellSouth Advertising & Publishing Corporation is a quality company providing a complete Directory Services Package for all Local Exchange Carriers in the BellSouth markets. During this transition from a single Local Exchange Carrier to multiple Carriers, a familiar directory package that has proven accuracy and exceptional distribution coverage is a necessity for success:

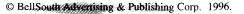
White Pages Accuracy - 99.991% Yellow Pages Accuracy - 99.716% Distribution Coverage - 96.6%

We are interested in discussing our directory services package with you. To begin discussions on the following:

- Detailed information on Directory Services
- Contractual arrangements with BellSouth Advertising & Publishing Corporation
- Systems/Technical considerations for Service Order input

Please contact:

Rook Burette
Director LEC Directory Services
59 Executive Park Drive, South
Room 270
Atlanta, GA 30329
Telephone - 404-982-7105
FAX - 404-982-7370





Preparation to launch your new local exchange services business entails unending

in order to ensure success.

We at BellSouth Advertising & Publishing Corporation have been in the directory publishing business for many years and would like to work with you to provide you and your customers White Pages and Yellow Pages directory services to further in the local exchange service arena.